

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF NEW YORK**

<b>In re</b>	:	<b>Chapter 11</b>
	:	
<b>LEHMAN BROTHERS HOLDINGS, INC., et al.,</b>	:	<b>Case No. 08-13555 (SCC)</b>
	:	
<b>Debtors.</b>	:	<b>(Jointly Administered)</b>

**DECLARATION OF ROBERT J. MADDEN IN SUPPORT OF  
THE INSTITUTIONAL INVESTORS' MOTION TO INTERVENE  
IN SUPPORT OF: (A) THE RMBS SETTLEMENT, (B) THE PLAN  
ADMINISTRATOR'S 9019 MOTION (ECF 55232), AND (C) ENTRY  
BY THE COURT OF THE TRUSTEE FINDINGS AND BAR ORDER**

1. My name is Robert J. Madden. I am a member of the Bar of the State of Texas and a partner in the law firm of Gibbs & Bruns, L.L.P. My law firm is lead counsel for the Institutional Investors<sup>1</sup> in the above captioned matter. I have personal knowledge of the facts stated in this declaration, and they are all true and correct. I make this declaration in support of the Institutional Investors' Motion to Intervene in Support of: (A) the RMBS Settlement, (B) the Plan Administrator's 9019 Motion (ECF 55232), and (C) Entry by the Court of the Trustee Findings and Bar Order (the "Motion"). My firm has the principal responsibility for drafting the Motion. Capitalized terms used herein have the meanings assigned to them in the Motion.

2. The Institutional Investors are holders, and/or authorized investment managers for holders, of approximately \$6 billion in certificates in 191 of the 238 Participating Trusts. These

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<sup>1</sup> The Institutional Investors are AEGON USA Investment Management, LLC, Blackrock Financial Management, Inc., Cascade Investment, L.L.C., The Federal Home Loan Bank of Atlanta, Goldman Sachs Asset Management, L.P., Invesco Advisers, Inc., Kore Advisors, L.P., Metropolitan Life Insurance Company, Pacific Investment Management Company LLC, SeaLink Funding Limited, The TCW Group, Inc., Thrivent Financial for Lutherans, Voya Investment Management, and Western Asset Management Company.

totals are as of the date of the November 30, 2016 RMBS Trust Settlement Agreement that was negotiated with the Plan Administrator, and thereafter accepted by the Accepting Trustees (as modified on March 17, 2017) on June 1, 2017.

3. The Institutional Investors negotiated the November 30, 2016 RMBS settlement agreement and binding settlement offer, with the Plan Administrator, that was presented to and thereafter accepted by the Accepting Trustees (as modified as of March 17, 2017) on June 1, 2017. As counsel to and authorized signatory for the Institutional Investors, I signed the RMBS Settlement Agreement.

4. Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Executed on June 8, 2017.



ROBERT J. MADDEN